

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	
DELPHI CORPORATION, <u>et al.</u>,)	Case 05-44481 (RDD)
)	<i>Chapter 11</i>
)	Jointly Administered
)	
Debtors.)	

DECLARATION

I, RUSSELL A. BELINSKY, respectfully declare under penalty of perjury that:

1. I am a Senior Managing Director of the firm of Chanin Capital Partners LLC (“Chanin”), which firm maintains an office at 11150 Santa Monica Blvd., 6th Floor, Los Angeles, California 90025. Chanin is acting as financial advisor to the International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers-Communications Workers of America (the “TUE-CWA”) in the cases of Delphi Corporation and its affiliated debtors and debtors-in-possession (the “Debtors”), and files this declaration pursuant to the February 9, 2006 Order of this Court authorizing Debtors to pay Advisor Fees, as defined in that Order, to Chanin.

2. Chanin will utilize the services of one of its senior advisors, Anjan Chatterjee, an automobile industry expert who runs Chanin’s Detroit office, in this case. Mr. Chatterjee is engaged by Chanin as an independent contractor and will be compensated directly by Chanin.

3. Other than the agreement mentioned in paragraph 2 herein, no agreement or understanding exists between Chanin, or any member or associate thereof, on the one hand, and any other person or entity, on the other hand, to share the payments it receives pursuant to

the Order dated February 9, 2006, nor will Chanin or any member or associate thereof enter into any such agreement.

I declare under penalty of perjury pursuant to 28 U. S. C. §1746 that the foregoing is true and correct and that this Declaration was executed on March 3, 2006, in Los Angeles, California.



RUSSELL A. BELINSKY